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Master Servicer of Certain Mortgage Backed
Securities Trusts*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered
)	

**JOINDER OF U.S. BANK NATIONAL ASSOCIATION AS MASTER SERVICER FOR
RESIDENTIAL MORTGAGE BACKED SECURITIES TRUSTS TO SUPPLEMENT TO
THE PRE-AUCTION OBJECTIONS OF THE RMBS TRUSTEES TO THE DEBTORS'
SALE MOTION (DOCKET NO. 1987)**

U.S. Bank National Association (“**U.S. Bank**”), solely in its capacity as master servicer (in such capacity, the “**Master Servicer**”) for certain mortgaged backed securities trusts (the “**Trusts**”), hereby files its Joinder (the “**Joinder**”) to the *Supplement to Pre-Auction Objections of the RMBS Trustees to the Debtors’ Sale Motion*, dated October 29, 2012 (Docket No. 1987) (the “**RMBS Trustees’ Pre-Auction Sale Objection Supplement**”). In support of its Joinder, the Master Servicer respectfully states as follows:

Background

1. U.S. Bank, solely in its capacity as trustee or indenture trustee for certain mortgaged backed securities trusts, together with Deutsche Bank National Trust Company and

Deutsche Bank Trust Company Americas, The Bank of New York Mellon Trust Company, N.A., and Wells Fargo Bank, N.A., each solely in their respective capacity as trustees of certain mortgage backed securities trusts (collectively, the “**RMBS Trustees**”), jointly filed the RMBS Trustees’ Pre-Auction Sale Objection (the “**RMBS Trustees Pre-Auction Sale Objection**”) asserting objections to the *Debtors’ Motion, inter alia, for an Order (I)(A) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expenses Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief; and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief* (Docket No. 61), as permitted by this Court’s *Revised Omnibus Scheduling Order and Provisions for other Relief Regarding (I) Debtors’ Motion Pursuant to Fed.R.Bankr.P. 9019 for Approval of RMBS Trust Settlement Agreements; and (II) the RMBS Trustees’ Limited Objection to the Sale Motion* (Docket No. 945).

2. On August 23, 2012, the Master Servicer filed its Joinder to the RMBS Trustees Pre-Auction Sale Objection (Docket No. 1246) (the “**Pre-Auction Joinder**”).¹

3. On October 29, 2012, the RMBS Trustees filed the RMBS Trustees’ Pre-Auction Sale Objection Supplement.

4. By this Joinder, U.S. Bank, solely as Master Servicer, joins in the RMBS Trustees’ Pre-Auction Sale Objection Supplement to the extent that the objections set forth therein are applicable to the Master Servicer.

¹ Information as to US Bank’s role as master servicer is set forth in the Pre-Auction Joinder.

Joinder in the RMBS Trustee's Pre-Auction Sale Objection Supplement

5. So as to preserve all of its rights in connection with the Debtors' proposed sale of their servicing platform, the Master Servicer adopts and incorporates herein by reference the objections set forth in paragraphs 1 to 7 of the RMBS Trustees' Pre-Auction Sale Objection Supplement, but only to the extent such objections are applicable to the Master Servicer. The Master Servicer reserves the right to amend, supplement, alter or modify this Joinder.

WHEREFORE, for the reasons set forth herein, the Master Servicer respectfully requests that this Court deny the Sale Motion to the extent set forth in the RMBS Trustees' Pre-Auction Sale Objection and grant such other and further relief as the Court deems appropriate.

Dated: New York, New York
November 6, 2012

Respectfully submitted,

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